

RECORDATION NO. 25303-B FILED

JUN 11 '08

2-27 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

June 9, 2008

Ms. Anne Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated October 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25303.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Mellot Wood Preserving, Inc.
1398 Sawmill Road
Needmore, PA 17238

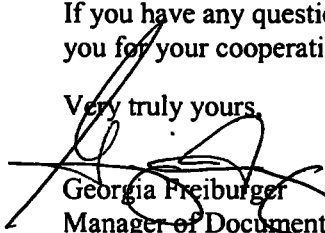
A description of the railroad equipment covered by the enclosed document is eight (8) 2494 cubic foot gondola cars, with NDYX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosure
(MWP1004)

ASSGN. NO.: MWPI004

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of May, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Mellott Wood Preserving, Inc. ("Lessee"), a Pennsylvania corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 17, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 17, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Janice L. EnolvaName: JANICE L. ENOLVATitle: MANAGER OF DOCUMENTATIONExecuted on this 13th day of MAY, 2008.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of May, 2008.

Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

MELLOTT WOOD PRESERVING, INC.

ATTEST:

By: *Douglas D. Mellett*
Name: DOUGLAS D. MELLOTT
Title: V. PRESIDENT

By: *Harold Emerson*
Name: Harold Emerson
Title: VP Sales

Executed on this 5th day of May, 2008.

[CORPORATE SEAL]

STATE OF Pennsylvania
COUNTY OF Fulton

I, Dawn M. Hill, a Notary Public of the County and State aforesaid, certify that Douglas D. Mellett personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of May, 2008.

Dawn M. Hill
Notary Public

Commission Expires:

COMMONWEALTH OF PENNSYLVANIA
(Notary Public)
Notarial Seal
Dawn M. Hill, Notary Public
Belfast Twp., Fulton County
My Commission Expires May 29, 2009
Member, Pennsylvania Association of Notaries

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eight (8)

DESCRIPTION OF CARS: 2494 cubic foot capacity mill gondola railcars with 5'
side height and a total weight on rail of 263,000 lbs.

CAR NUMBERS:

NDYX	316019
NDYX	316036
NDYX	316054
NDYX	316063
NDYX	316130
NDYX	316140
NDYX	316241
NDYX	316248